

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
SOUTHEASTERN DIVISION

**In re:**

**NORANDA ALUMINUM, INC., *et al.*,**

Debtors.

**Case No. 16-10083-399**

**Chapter 11**

**Jointly Administered**

**Hearing Date & Time:**  
March 8, 2016 at 2:00 p.m.  
(prevailing Central Time)

**Hearing Location:**  
St. Louis Courtroom 5 North

**NOTICE OF DEBTORS' AMENDED APPLICATION  
FOR AN ORDER PURSUANT TO SECTIONS 327 AND  
330 OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 2014 AND 2016 AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON  
LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION**

PLEASE TAKE NOTICE that this application is scheduled for hearing on **March 8, 2016 at 2:00 p.m. (prevailing Central Time)**, before the Honorable Barry S. Schermer in Bankruptcy Courtroom 5 North, in the Thomas F. Eagleton U.S. Courthouse, 111 South Tenth Street, St. Louis, Missouri 63102.

**WARNING:** Any response or objection to this application must be filed with this court by **March 1, 2016**. A copy shall be promptly served upon the undersigned. Failure to file a timely response may result in the Court granting the relief requested prior to the hearing date.

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Dated: February 19, 2016  
St. Louis, Missouri

Respectfully submitted,  
CARMODY MACDONALD P.C.

/s/ Christopher J. Lawhorn  
Christopher J. Lawhorn, #45713MO  
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*Proposed Local Counsel to the Debtors and  
Debtors in Possession*

- and -

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP  
Alan W. Kornberg  
Elizabeth R. McColm  
Alexander Woolverton  
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*Proposed Counsel to the Debtors and  
Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
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AND EMPLOYMENT OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON  
LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION**

Noranda Aluminum, Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (each a “Debtor” and, collectively, the “Debtors”), hereby move this Court for entry of an order (the “Proposed Order”),<sup>1</sup> pursuant to sections 327 and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rules 2014 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the Eastern District of Missouri (the “Local Rules”), authorizing the retention and employment of Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss” or the “Firm”) as attorneys to the Debtors in these chapter 11 cases. In support of this application (the “Application”), the Debtors rely upon the

<sup>1</sup> A copy of the Proposed Order will be provided to the Notice Parties (as defined below) and made available on the Debtors’ Case Information Website at <https://cases.primeclerk.com/noranda>.

Declaration of Alan W. Kornberg (the “Kornberg Declaration”), attached hereto as Exhibit A, and respectfully represent as follows:

**Jurisdiction**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory and legal predicates for the relief requested are sections 327(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014 and 2016-1.

**Background**

3. On February 8, 2016 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code thereby commencing the instant cases (the “Chapter 11 Cases”). The Debtors continue to manage and operate their businesses as debtors-in-possession under sections 1107 and 1108 of the Bankruptcy Code.

4. No trustee, examiner or official committee has been appointed in the Chapter 11 Cases.

5. Information regarding the Debtors’ businesses, their capital and debt structure, and the events leading to the filing of the Chapter 11 Cases is contained in the Declaration of Dale W. Boyles in Support of First Day Motions, filed contemporaneously herewith (the “First Day Declaration”).<sup>2</sup>

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<sup>2</sup> The First Day Declaration was filed on the Petition Date and is incorporated herein by reference. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the First Day Declaration.

**Relief Requested**

6. By this Application, the Debtors seek authority to employ and retain Paul, Weiss as their bankruptcy attorneys with regard to the filing and prosecution of their Chapter 11 Cases.

**Paul, Weiss' Qualifications**

7. The Debtors seek to retain Paul, Weiss as their attorneys because of the Firm's extensive experience and knowledge in the field of debtors' and creditors' rights and chapter 11 of the Bankruptcy Code. The Debtors believe that Paul, Weiss' expertise, experience and knowledge will be efficient and cost-effective for the Debtors' estates. Moreover, Paul, Weiss has, prior to the Petition Date, assisted with the preparation of the Chapter 11 Cases. Thus, Paul, Weiss is already familiar with the Debtors' businesses and affairs and with many of the legal issues that may arise during these Chapter 11 Cases. Accordingly, the Debtors believe that Paul, Weiss is both well-qualified and uniquely able to represent them as bankruptcy counsel in these Chapter 11 Cases in an efficient and timely manner.

**Services to be Provided**

8. The professional services that Paul, Weiss will render to the Debtors include, but shall not be limited to, the following:

- (a) providing legal advice with respect to the Debtors' powers and duties as debtors-in-possession in the continued operation of their business and management of their properties;
- (b) attending meetings and negotiating with representatives of creditors and other parties in interest and advising and consulting on the conduct of these Chapter 11 Cases, including the legal and administrative requirements of operating in chapter 11;

- (c) taking necessary action to protect and preserve the Debtors' estates, including the prosecution of actions commenced under the Bankruptcy Code on their behalf, and objections to claims filed against the estates;
- (d) preparing and prosecuting on behalf of the Debtors motions, applications, answers, orders, reports and papers necessary to the administration of the estates;
- (e) advising and assisting the Debtors with respect to restructuring alternatives, including preparing and pursuing confirmation of a chapter 11 plan, including preparing and seeking approval of a disclosure statement;
- (f) appearing in Court and protecting the interests of the Debtors before the Court; and
- (g) performing all other legal services for the Debtors which may be necessary and proper in these cases.

**Payment of Fees and Expenses**

9. The professional services of Paul, Weiss are necessary to ensure that all matters related to the Debtors' Chapter 11 Cases are handled in a diligent and expeditious manner. Paul, Weiss will seek Court approval of its compensation and reimbursement of its actual, necessary expenses and other charges incurred by the Firm, consistent with its engagement agreement with the Debtors dated January 4, 2016, upon the filing of appropriate applications for interim and final compensation and reimbursement pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any orders of this Court. The current standard hourly rates for Paul, Weiss' attorneys and paralegals are as follows:

- |                     |                  |
|---------------------|------------------|
| a. Partners         | \$995 to \$1,330 |
| b. Associates       | \$540 to \$900   |
| c. Legal Assistants | \$95 to \$315    |
| d. Staff Attorneys  | \$425 to \$440   |

In the normal course of its business, Paul, Weiss revises its hourly rates annually.

10. The principal attorneys designated to represent the Debtors, along with their levels of experience and current standard hourly rates, are:

Alan W. Kornberg (Partner)	38 years of experience	\$1,330 per hour
Elizabeth R. McColm (Partner)	17 years of experience	\$1,150 per hour
Alexander Woolverton (Associate)	4 years of experience	\$805 per hour
Michael M. Turkel (Associate)	1 year of experience	\$620 per hour

Other Paul, Weiss lawyers will be consulted and may appear on behalf of the Debtors in these Chapter 11 Cases as necessary. None of the professionals included in this engagement vary their rate based on the geographic location of the Chapter 11 Cases.

11. The hourly rates set forth above are the Firm's standard hourly rates. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. The Firm has not agreed to any variations from, or alternatives to, its standard billing arrangements for this engagement.

12. In addition, it is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses approved by the client such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with

charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

13. By separate applications, the Debtors have asked or will ask the Court to approve the retention of (a) Carmody MacDonald P.C. ("Carmody MacDonald") as local bankruptcy counsel; (b) Alvarez & Marsal as financial advisor and consultants for the Debtors; (c) PJT Partners LP ("PJT Partners") as investment bankers for the Debtors; (d) Ernst & Young ("E&Y") as auditors and tax advisors for the Debtors; (e) and Prime Clerk LLC (together with Paul, Weiss, Carmody MacDonald, Alvarez & Marsal, PJT Partners, and E&Y, the "Professionals") as claims and noticing agent and administrative advisor to the Debtors. Paul, Weiss will work closely with the Professionals, taking whatever steps are necessary and appropriate, to avoid any unnecessary duplication of effort with the Professionals.

14. Paul, Weiss was retained by the Debtors and began working on this matter on or about September 15, 2015. Paul, Weiss received a retainer from the Debtors in the amount of \$75,000 on October 2, 2015 and additional retainers of \$500,000.00 on December 21, 2015 and \$500,000.00 on January 29, 2016. Including amounts drawn from these retainers, the Firm received payments made within the ninety (90) days immediately preceding the Petition Date totaling approximately \$2,721,886.08 in connection with Paul, Weiss' general representation of the Debtors prior to these Chapter 11 Cases and in connection with the preparation thereof.

15. Other than as set forth herein, Paul, Weiss has not received any payments from the Debtors during the ninety (90) days immediately preceding the Petition Date.

16. Paul, Weiss has advised the Debtors that it intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges,



costs and expenses incurred in these Chapter 11 Cases in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any orders of this Court.

**Bankruptcy Rule 2014 Disclosure**

17. To the best of the Debtors' knowledge, and except as disclosed herein and in the Kornberg Declaration, Paul, Weiss has not represented the Debtors' creditors, or any other parties-in-interest, or their respective attorneys, in any matter relating to the Debtors or their estates. Based upon its review of interested parties in these Chapter 11 Cases, Paul, Weiss is a "disinterested person" as that phrase is defined in section 101(14) of the Bankruptcy Code.

18. For the above reasons, the Debtors submit that Paul, Weiss' employment is necessary and in the best interests of the Debtors and their estates.

**Notice**

19. The Debtors will serve this Application on (a) the Core Parties and (b) any Non-ECF Parties (as those terms are defined in the Case Management Order) (collectively, the "Notice Parties"). All parties who have requested electronic notice of filings in these cases through the Court's ECF system will automatically receive notice of this Application through the ECF system no later than the day after its filing with the Court. A copy of this Application and any order approving it will also be made available on the Debtors' case information website (located at <https://cases.primeclerk.com/noranda>). A copy of the Proposed Order will be made available on the Debtors' Case Information Website. The Proposed Order may be modified or withdrawn at any time without further notice. If any significant modifications are made to the Proposed Order, an amended Proposed Order will be made available on the Debtors' Case

Information Website, and no further notice will be provided. In light of the relief requested, the Debtors submit that no further notice is necessary.

WHEREFORE, the Debtors respectfully request the entry of the Proposed Order granting the relief requested herein and such other and further relief as is just and proper.

Dated: February 19, 2016 St. Louis, Missouri	<u>/s/ Dale W. Boyles</u> Dale W. Boyles Chief Financial Officer, Noranda Aluminum, Inc.
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**CERTIFICATE OF SERVICE**

Consistent with the Case Management Order, the Debtors will serve notice of this Application on all of the Interested Parties as well as all parties who have requested notice. All parties who have requested electronic notice of filings in these cases through the Court's ECF system will automatically receive notice of this Application through the ECF system. All other parties will be served this Application via electronic mail or First Class U.S. Mail. A copy of this Application and order approving it will also be made available on the Debtors' Case Information Website (located at <https://cases.primeclerk.com/noranda>).

/s/ Christopher J. Lawhorn

**Exhibit A**

Declaration of Alan W. Kornberg

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
SOUTHEASTERN DIVISION

In re:

NORANDA ALUMINUM, INC., *et al.*,  
  
Debtors.

Case No. 16-10083-399

Chapter 11

Jointly Administered

Hearing Date & Time:  
March 8, 2016 at 2:00 p.m.  
(prevailing Central Time)

Hearing Location:  
St. Louis Courtroom 5 North

DECLARATION OF ALAN W. KORNBERG  
IN SUPPORT OF DEBTORS' AMENDED APPLICATION  
FOR AN ORDER PURSUANT TO SECTIONS 327 AND 330 OF  
THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2014  
AND 2016 AUTHORIZING THE RETENTION AND EMPLOYMENT  
OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP AS  
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION

I, ALAN W. KORNBERG, declare the following:

1. I am a partner in the firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss" or the "Firm"), located at 1285 Avenue of the Americas, New York, NY 10019, and am duly admitted to practice law in the State of New York. This Declaration is submitted in support of the *Debtors' Amended Application for an Order Pursuant to Sections 327 and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 Authorizing the Retention and Employment Of Paul, Weiss, Rifkind, Wharton & Garrison LLP as Attorneys for the Debtors and Debtors-In-Possession.*

2. To confirm that Paul, Weiss did not have a prior representation that

precluded its representation of the Debtors<sup>1</sup> with respect to the matters upon which it is being employed, I caused Paul, Weiss attorneys under my supervision to conduct a review of potential connections and relationships between Paul, Weiss and the following categories of parties (as provided to Paul, Weiss by the Debtors, and as set forth in Schedule 1 hereto) (the “Potential Parties in Interest”):

- a. the Debtors, non-Debtor affiliates and subsidiaries;
- b. the agent under the Debtors’ ABL Agreement and the agent under the Debtors’ Term Loan Agreement;
- c. the indenture trustee for the Debtors’ outstanding bond issuance;
- d. bankruptcy judges in the Eastern District of Missouri;
- e. the Debtors’ bankruptcy professionals;
- f. the Debtors’ lenders;
- g. the Debtors’ bondholders;
- h. the banks at which the Debtors maintain depository, concentration, disbursement, operating or related accounts;
- i. the Debtors’ significant customers;
- j. the Debtors’ current and former directors and officers;
- k. permit issuers and regulators relevant to the Debtors;
- l. the Debtors’ relevant taxing authorities;
- m. the Debtors’ insurance providers;
- n. landlords for the Debtors’ properties;
- o. the Debtors’ counterparties in ongoing material litigation;
- p. the Debtors’ ordinary course professionals;

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

- q. the Debtors' non-lender secured parties;
- r. the Debtors' significant competitors;
- s. the significant shareholders of the Debtors' outstanding common stock;
- t. the Debtors' 30 largest unsecured creditors (other than debtholders) as of January 31, 2016;
- u. members of the U.S. Trustee's office for region 13;
- v. all unions which represent the Debtors' Employees;
- w. the Debtors' utility service providers; and
- x. the Debtors' key vendors.

Based upon a review of the foregoing information, Paul, Weiss, and the partners, counsel and associates of Paul, Weiss, presently represent, may have represented in the past, and may represent in the future, entities (or affiliates of entities) that are claimants of and/or interest holders in the Debtors, and/or are parties in interest in these cases, in matters unrelated to these Chapter 11 Cases.

3. Paul, Weiss currently represents, or has represented since January 1, 2013, the parties, or affiliates of the parties, who may be interested parties, in matters wholly unrelated to these Chapter 11 Cases attached hereto as Schedule 2. Of the parties listed on Schedule 2, only the following parties are entities or affiliates of entities that represented more than one percent of Paul, Weiss' fee receipts for the 12-month period ending on January 31, 2016: (a) Citibank, N.A., and (b) JPMorgan Chase Bank, N.A.

4. Based on its review to date, Paul, Weiss has determined that it does not represent any party in these cases with a material adverse interest to the Debtors. Carmody MacDonald, P.C. ("Carmody MacDonald") will represent the Debtors in dealing with the parties

to the extent any such material adverse interest arises. In addition, Paul, Weiss will supplement this Declaration as necessary with additional information or disclosures in the event that additional information is developed concerning potential adverse interests come to light.

5. To the best of my knowledge and insofar as I have been able to ascertain, except as set forth herein, neither Paul, Weiss nor any of its partners, counsel or associates has any connection with the Debtors' creditors, any party in interest, or their respective attorneys or accountants, the Office of the United States Trustee for region 13, or any person employed in the Office of the United States Trustee for region 13, except to the extent that any such partner, counsel or associate (i) may have appeared in the past and may appear in the future in cases where one or more of such parties may be involved; and (ii) may have represented or may represent one or more of such parties in interest in matters unrelated to these Chapter 11 Cases.

6. By separate applications, the Debtors have asked or will ask the Court to approve the retention of (a) Carmody MacDonald as local bankruptcy counsel; (b) Alvarez & Marsal as financial advisor and consultants for the Debtors; (c) PJT Partners Inc. ("PJT Partners") as investment bankers for the Debtors; (d) Ernst & Young ("E&Y") as auditors and tax advisors for the Debtors; (e) and Prime Clerk (together with Paul, Weiss, Carmody MacDonald, Alvarez & Marsal, PJT Partners, and E&Y, the "Professionals") as claims and noticing agent and administrative advisor to the Debtors. Paul, Weiss will work closely with the Professionals, taking whatever steps are necessary and appropriate to avoid any unnecessary duplication of effort with the Professionals.

7. In light of the extensive number of the Debtors' creditors and parties in interest and because definitive lists of all such creditors and other parties have not yet been obtained, neither I nor the Firm are able to conclusively identify all potential relationships at this



time, and we will supplement this disclosure as additional relationships come to our attention.

To the extent that I become aware of any additional relationships that may be relevant to Paul, Weiss' representation of the Debtors, I will promptly file a supplemental declaration.

8. Based upon my review of all of Paul, Weiss' connections in these Chapter 11 Cases, I submit that Paul, Weiss is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, in that the Firm, its partners, counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not investment bankers for any outstanding security of the Debtors;
- c. have not been, within three (3) years before the Petition Date, (i) investment bankers for a security of the Debtors; or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- d. are not and were not, within two (2) years before the Petition Date, a director, officer or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

9. Except as set forth above, to the best of my knowledge and insofar as I have been able to ascertain, neither Paul, Weiss nor any of its partners, counsel or associates holds or represents any interest adverse to the Debtors or their estates in the matters upon which it is to be engaged.

10. Paul, Weiss was retained by the Debtors for this engagement and began working on this matter on or about September 15, 2015. Paul, Weiss received a retainer from the Debtors in the amount of \$75,000 on October 2, 2015 and additional retainers of \$500,000.00 on December 21, 2015 and \$500,000.00 on January 29, 2016.

11. Within the ninety (90) days immediately preceding the Petition Date, Paul,

Weiss received the following amounts from the Debtors in connection with their representation of the Debtors:

<b>Date Received</b>	<b>Amount of Payment</b>
February 7, 2016	\$686,138.79
January 29, 2016	\$1,116,923.67
January 26, 2016	\$485,009.12
December 22, 2015	\$386,618.96
November 12, 2015	\$47,195.54
TOTAL	\$2,721,886.08

These amounts include amounts drawn from the retainers described above. Other than as set forth herein, Paul, Weiss has not received any payments from the Debtors during the ninety (90) days immediately preceding the Petition Date.

12. The professional services of Paul, Weiss are necessary to ensure that all matters related to the Debtors' Chapter 11 Cases are handled in a diligent and expeditious manner. Paul, Weiss will seek Court approval of its compensation and reimbursement of its actual, necessary expenses and other charges incurred by the Firm, consistent with its engagement agreement with the Debtors dated January 4, 2016 upon the filing of appropriate applications for interim and final compensation and reimbursement pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any orders of this Court. The current standard hourly rates for Paul, Weiss' attorneys and paralegals are as follows:

- a. Partners \$995 to \$1,130
- b. Associates \$540 to \$900
- c. Legal Assistants \$95 to \$315
- d. Staff Attorneys \$425 to \$440

In the normal course of its business, Paul, Weiss revises its hourly rates annually.

13. The principal attorneys designated to represent the Debtors, along with

their levels of experience and current standard hourly rates, are:

Alan W. Kornberg (Partner)	38 years of experience	\$1,330 per hour
Elizabeth R. McColm (Partner)	17 years of experience	\$1,150 per hour
Alexander Woolverton (Associate)	4 years of experience	\$805 per hour
Michael M. Turkel (Associate)	1 year of experience	\$620 per hour

Other Paul, Weiss lawyers will be consulted and may appear on behalf of the Debtors in these Chapter 11 Cases, as necessary. None of the professionals included in this engagement vary their rate based on the geographic location of these Chapter 11 Cases.

14. The hourly rates set forth above are the Firm's standard hourly rates.

These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. The Firm has not agreed to any variations from, or alternatives to, its standard billing arrangements for this engagement.

15. In addition, it is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses approved by the client such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the

expenses among all clients.

16. The Debtors have requested authorization to retain Carmody MacDonald as their local bankruptcy counsel in these Chapter 11 Cases by application filed contemporaneously herewith. Paul, Weiss will work closely with all the Professionals that may be retained by the Debtors, taking whatever steps are necessary and appropriate to avoid any unnecessary duplication of effort with such other professionals.

17. No agreement or understanding in any form or guise exists between Paul, Weiss and any other person for a division of compensation for services rendered in or in connection with these Chapter 11 Cases, and no such division of compensation prohibited by section 504 of the Bankruptcy Code will be made, except among members of Paul, Weiss. Paul, Weiss has not shared or agreed to share any compensation received in these Chapter 11 Cases with any entity other than its partners, counsel and associates.

**Attorney Statement Regarding U.S. Trustee Guidelines**

The following is provided in response to the request for additional information set forth in Paragraph D.1. of U.S. Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

**Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

**Question:** If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates

and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Prior to October 1, 2015 Paul, Weiss' rates for timekeepers for its prepetition engagement on this matter were \$940 to \$1,275 for partners, \$900 to \$925 for counsel, \$510 to 855 for associates and \$90 to \$295 for paraprofessionals. As agreed with the Debtors, and in accordance with Paul, Weiss' practice of adjusting its rates on an annual basis, after October 1, 2015, Paul, Weiss' prepetition rates for partners engaged on this matter increased to \$995 to \$1,330. Paul, Weiss' billing rates have not changed postpetition or on January 1, 2016.

**Question:** Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Response: Paul, Weiss has delivered a prospective budget and staffing plan for the period from the Petition Date through April 30, 2016 to the Debtors and will continue to work with the Debtors on the budget and staffing plan.

WHEREFORE, the declarant respectfully requests the entry of the annexed order and for such other and further relief as is just and proper.

Dated: February 19, 2016

/s/ Alan W. Kornberg  
Alan W. Kornberg

**Schedule 1**

**LIST OF POTENTIAL PARTIES IN INTEREST**

**(A) DEBTORS, NON-DEBTOR  
AFFILIATES, AND SUBSIDIARIES**

NHB Capital, LLC  
Noranda Bauxite Holdings Ltd.  
Noranda Bauxite Ltd.  
Gramercy Alumina Holdings II, Inc.  
Gramercy Alumina Holdings Inc.  
Noranda Alumina LLC  
Noranda Aluminum Acquisition  
Corporation  
Noranda Aluminum Holding Corporation  
Noranda Aluminum, Inc.  
Noranda Intermediate Holding Corporation  
Norandal USA, Inc.

Noranda Jamaica Bauxite Partners

**(B) ADMINISTRATIVE AGENTS**

Bank of America, N.A.  
Cortland Capital Market Services LLC

**(C) INDENTURE TRUSTEE**

U.S. Bank National Association

**(D) BANKRUPTCY JUDGES**

Chief Judge Kathy Surratt-States  
Judge Barry S. Schermer  
Judge Charles E Rendlen, III

**(E) BANKRUPTCY  
PROFESSIONALS**

Alvarez & Marsal North America, LLC  
Paul, Weiss, Rifkind, Wharton & Garrison  
LLP  
PJT Partners  
Prime Clerk

**(F) LENDERS**

3i Debt Management US LLC  
Aegon USA Investment Management LLC  
Allianz Global Investors US LLC  
Atrium XI  
Bank of America  
Bank of America, N.A.  
Barclays  
Bentham Wholesale Syndicated  
BlueMountain Capital Management, LLC  
Boston Management and Research  
Carlson Capital LP  
Carlyle Investment Management LLC  
Centerbridge Group  
Citibank  
Citibank, N.A.  
Columbia Management Investment Advisers  
LLC  
Credit Suisse  
Credit Suisse  
Credit Suisse AG  
Credit Suisse Alternative Capital LLC  
Eaton Vance Management Inc.  
Foothill Capital Corporation  
Fraser Sullivan Investment Management  
LLC  
GoldenTree Asset Management, LP  
Goldman Sachs Group, Inc. (The)  
Guggenheim Investment Management, LLC  
Guggenheim Partners Asset Management,  
LLC  
Guggenheim Partners Investment

Guggenheim Partners Investment Management LLC  
H.I.G. Whitehorse Capital LLC  
Hotchkis & Wiley Capital Management  
JP Morgan  
Madison Park Funding IV  
Madison Park Funding VIII  
Madison Park Funding XV  
MJX Asset Management, LLC  
Napier Park Global Capital LP  
Nomura Corporate Research and Asset Management Inc.  
Siemens  
Silvermine Capital Management LLC  
Sound Harbor Partners  
Strategic Value Partners, LLC  
Surela Investments Ltd. (Sherwin Alumina)  
UBS  
US Bank  
Wells Fargo  
Whitehorse Capital Partners LP

**(G) BONDHOLDERS**

Brownstone Investment Group, LLC  
Concise Capital, LLC  
Credit Suisse Asset Management, LLC (U.S.)  
Euroclear Bank  
Fidelity International Limited - FIL Investment Services (U.K.), Ltd.  
Fore Research & Management, L.P.  
Garland Business Corp  
Hotchkis and Wiley Capital Management, LLC  
J.P. Morgan Investment Management, Inc.

Morgan Stanley Wealth Management  
NNIP Advisors B.V.  
Nomura Corporate Research and Asset Management, Inc. (U.S.)  
Stocks and Securities, Ltd.  
Third Avenue Management, LLC  
Tocqueville Asset Management, L.P.  
UBS Securities, LLC

**(H) BANKS**

Bank of America  
M & T Bank  
JP Morgan Chase  
Fifth Third Bank  
Bank of Nova Scotia  
National Commercial Bank

**(I) SIGNIFICANT CUSTOMERS**

3M Company  
A. J. Oster West, Inc.  
AAF-McQuay Inc.  
AAON Coil Products, Inc.  
ABB Inc.  
AKG North American Operations  
Alcoa  
All Foils Inc.  
AMS  
ARG International AG  
Ascend Custom Extrusions, LLC  
Autoneum North America, Inc.  
Avery Dennison Corporation  
Bard Manufacturing  
Berry Plastics Corp.  
Bohn de Mexico, S.A. de C.V.  
Brady Corporation



Brazeway Inc.  
BRT Extrusions, Inc.  
C & H Die Casting  
Cadillac Products Packaging Company  
Carrier Air Conditioning  
Carrier Mexico S.A. de C.V.  
CBC Metals Processing  
Central Moloney, Inc.  
Century Aluminum Company  
Century Aluminum of Sebree LLC  
Chief Industries  
Claridge Products & Equip Inc.  
Claridge Products & Equipment  
Coating Excellence International  
Coilmaster Corporation  
Colmac Coil Manufacturing Inc.  
Comet Metals Co.  
Conductores Monterrey, S.A. de C.V.  
Constellium  
Cooper Industries/RTE  
Crown Extrusions, Inc.  
Custom Aluminum Products, Inc.  
Custom Grinders  
Custom Laminating Corporation  
D & W Fine Pack  
Daikin Applied  
Dee Zee, Inc.  
Des Champs Laboratories  
DRS-Marlo Coil  
Durable, Inc.  
Electric Research & Manufacturing Co.  
Electromanufacturas, S. de R.L. de C.V.  
Elixir Extrusions, LLC

Elringklinger USA, Inc.  
Encore Wire Corporation  
Evapco, Midwest  
FCA US  
Flexcon Industrial, LLC  
Gateway Extrusions, Ltd.  
General Cable Corporation  
General Cable de Mexico, S.A. de C.V.  
General Motors Components Hold  
GEO Specialty Chemicals  
Gibbs Die Casting Corporation  
Glencore Ltd.  
Glitterex Corporation  
H & W Wire Corp.  
Handi-Foil  
Howard Industries  
Hydro Aluminum  
Hydro Aluminum North America  
Ideal Tape Co., Inc.  
Intertape Polymer Group  
J M Huber Corporation  
J. Aron & Co.  
James Hardie Building Products  
JBC Technologies  
Kemira Water Solutions, Inc.  
KY Assoc. of Electric Coop.  
Lasalle Bristol Corporation  
Lennox Industries, Inc.  
Leroy Somer North America  
Liebert Corporation  
Lite Gauge Metals  
Luvata Heatcraft  
Lydall Thermal/Acoustical

Lynch Metals  
Marley Electric Heating Co.  
Marubeni America Corp./Detroit  
Medalco Metals, Inc.  
Metal Exchange Corp.  
Mitsubishi International Corporation  
Modine Manufacturing Co.  
Nehring Electrical Works Co  
New Age Industrial Corp Inc.  
Nordyne Inc.  
Peerless of America, Inc.  
Penn Aluminum International LLC  
Penny Plate Inc.  
Ply Gem  
Porocel Industries, LLC  
Power Partners, Inc.  
PQ Corporation  
Printpack, Inc.  
Prolec GE International  
Prometco  
Prysmian Cables and Systems USA LLC  
REA Magnet Wire Co. Inc.  
Research Products Corp.  
Revere Packaging  
Rheem Manufacturing Company  
RPS Products  
Samuel  
Scepter Resources  
Shurtape Technologies, Inc.  
Siemens Energy, Inc.  
Siplast Incorporated  
Smart USA  
Snap-Lok, Inc.

Southeastern Tool & Die  
Southern Ionics  
Southwest Electric Company  
Sun Process Converting, Inc.  
Super Radiator Coils  
Superior Essex  
Superior Essex Communications  
Superior Essex International LP  
Superior Extrusion, Inc.  
Swarco  
Temptrol  
The Okonite Company  
The Trident Company  
Three D Metals, Inc.  
Thyssenkrupp Materials NA  
Tower Extrusions  
Trafigura Trading LLC  
Trane Air Conditioning  
Trinidad Benham Corp  
UOP, LLC  
US Alco  
Ventrol Air Handling Systems Inc.  
W. R. Grace & Co.  
Western Extrusion Corporation  
Western Plastics Inc.

**(J) DIRECTORS & OFFICERS**

Alan H. Schumacher  
Antoine Liddell  
Carl J. Rickertsen  
Carol R. Clifton  
Dale W. Boyles  
Donald J. Suray

Elliot G. Sagor  
Gail E. Lehman  
Greg L. North  
John Habisreitingner  
Julio C. Diniz Costa  
Layle K. Smith  
Michael J. Griffin  
Mike Fox  
Nina A. Corey  
Pansy Johnson  
Pasquale "Pat" Fiore  
Patrice Niedbalski  
Richard B. Evans, Chairman  
Ronald S. Rolfe  
Scott M. Croft  
Stephen Robuck  
Thomas R. Miklich  
Todd D. Barrett  
William H. Brooks

**(K) PERMIT ISSUERS AND  
REGULATORS RELEVANT TO  
THE DEBTORS**

Government of Jamaica

**(L) RELEVANT TAXING  
AUTHORITIES**

Alabama Department of Labor  
Alabama Department of Revenue  
Arizona Dept. of Revenue  
Arkansas Department of Finance and  
Administration  
Arkansas Department of Workforce Services  
California State Board of Equalization  
Carroll County Trustee

Collector of Taxes, Jamaica  
Corporation Income Tax, State of Arkansas  
Delaware Division of Revenue  
Department of Finance & Administration,  
State of Arkansas  
Department of the Treasury  
Florida Department of Economic  
Opportunity  
Florida Department of Revenue  
Georgia Department of Revenue  
Illinois Department of Employment Security  
Illinois Department of Revenue  
Indiana Dept. of Revenue  
Inland Department of Revenue of St. Lucia  
Internal Revenue Service Headquarters  
Building  
Iowa Dept. of Revenue  
Jackson County, Dianne Burgess Collector  
Kansas Dept. of Revenue  
Kentucky Department of Revenue  
Louisiana Department of Revenue  
Massachusetts Dept. of Revenue  
Missouri Department of Revenue  
Missouri Department of Labor  
N.C. Department of Revenue  
Nebraska Dept. of Revenue  
New Jersey Department of Labor and  
Workforce Development  
New Jersey Division of Taxation  
New Madrid County Collector - Dewayne  
Nowlin  
New York State Dept. of Taxation and  
Finance  
North Carolina Department of Revenue

NYS Corporation Tax  
Pennsylvania Department of Revenue  
Pennsylvania Dept. of Labor and Industry  
Rowan County Tax Collector  
South Carolina Department of Revenue  
St. James Parish Property Taxes  
St. John Parish Property Taxes  
State of Louisiana Unemployment Office  
State of New Jersey  
State of New Mexico  
State of Tennessee  
State of Tennessee Unemployment Office  
State of Texas Unemployment Office  
Tax Administration Jamaica, King Street  
Revenue Centre  
Tennessee Department of Revenue  
Texas Comptroller of Public Accounts  
Texas Department of Revenue  
Town of Huntingdon  
Washington Department of Revenue  
Washington Employment Security  
Department  
Williamson County, TN  
Wisconsin Department of Revenue

**(M) INSURANCE PROVIDERS**

ACE American Insurance Company  
ACE Bermuda Insurance  
ACE Property & Casualty Insurance  
Company  
ACE Property & Casualty Insurance  
Company  
AIG Europe Limited  
American Guarantee & Liability Ins.  
American International Reinsurance Co.

Aspen Insurance- United Kingdom  
Axis Insurance Company  
Berkley Insurance Co.  
Commerce and Industry Insurance Company  
Endurance Risk Solutions ASS  
Factory Mutual Insurance Co.  
Freedom Specialty Insurance Co.  
Hanseatic Insurance Co.  
Illinois National Insurance Co.  
Insurance Co. of State of PA  
Liberty Mutual Fire Ins. Co.  
Liberty Surplus Ins. Corp.  
Lloyds of London  
National Union Fire Insurance Co. of  
Pittsburgh, PA  
Navigators Insurance Company  
New Hampshire Insurance Company  
North American Specialty Insurance  
Company  
Ohio Casualty Insurance Co  
Scor UK Company  
Starr Indemnity & Liability Company  
Steadfast Insurance Company  
Swiss Re International  
Twin City Fire Insurance Co.  
XI Insurance America, Inc.  
Zurich

**(N) LANDLORDS**

Five Corporate Centre Acquisition Company  
Max Trans  
SH Bell Company

**(O) LITIGATION  
COUNTERPARTIES**

Asbestos Corporation, Limited  
Cape Fox Corporation  
Caterpillar, Inc.  
CBS Corporation, f/k/a Viacom, Inc.,  
merger to CBS Corporation, f/k/a  
Westinghouse Electric Corp.  
Certain-Teed Corporation  
Continental Teves, Inc.  
Crown, Cork and Seal Company, Inc.  
CSR, Ltd., a/k/a Consolidated Sugar and  
Refining  
Donjon Marine Co. Inc.  
General Electric Company  
General Gasket Corporation  
Georgia-Pacific, LLC  
Goodison Mining Limited  
Government of Jamaica  
Grinnell, LLC  
Honeywell International, Inc.  
J.P. Bushnell Packing Supply Co.  
John Crane, Inc.  
Kaiser Jamaica Bauxite Company  
Louisiana Department of Environmental  
Quality (LDEQ)  
Metropolitan Life Insurance Company  
Navar, Inc.  
Pnuemo Abex Corporation  
Rachel Carlton  
Riley Power, Inc. f/k/a Riley Stoker  
Corporation  
The Dow Chemical Company  
The J.R. Clarkson Company, successor to  
The Knuckle Valve Company and successor  
to J.E. Lonergan Company  
Union Carbide Corporation

**(P) ORDINARY COURSE  
PROFESSIONALS**

Burris, Thompson & Associates  
Cambridge Advisory Group, Inc.  
Cole Schotz, P.C.  
Crowe Horwath LLP  
Davis Polk  
Fay, Nelson & Fay, LLC  
FDH Consulting, LLC  
FDH Resources, LLC  
Frost Brown Todd, LLC  
Greystone Capital Partners  
Henry W. Fayne  
Jackson Lewis LLP  
Kean, Miller, Hawthorne, D'Armond,  
McCowan & Jarman, LLP  
Lattimore, Black, Morgan, & Cain, PC  
Matthews & Zahara, P.C.  
McHaney & Associates, Inc.  
Morgan, Lewis & Bockius, LLP  
O'Melveny & Myers LLP  
Osburn, Hine, Yates & Murphy, LLC  
PerformPlus Consulting, LLC  
Polsinelli PC  
Porter Hedges LLP  
Robinson & Lawing, LLP  
Saiber LLC  
Sedgwick Law  
Semler Brossy Consulting Group, LLC  
Steven Plotkin  
Thompson Hine, LLC  
Towers Watson Delaware, Inc.  
Vaco, LLC

Wachtell, Lipton, Rosen & Katz

Windrow Phillips Group

**(Q) NON-LENDER SECURED  
PARTIES**

A & B Transport, Inc.

AEP River Operations LLC

American River Transportation

Ameridrivers International

Anytime Hotshot & Delivery

AOA Services, Inc.

Artco

Averitt Express, Inc.

AWC, Inc.

Boland Marine & Manufacturing Company

Buchheit Trucking Service, Inc.

CDW Direct, LLC

Celtic Marine Corporation

CN

Con-Way

CRH Transportation

CSX Transportation

Cummings-Moore Graphite Co.

Dayton Freight Lines Inc.

DHL Express

Direct Freight Corporation

DMI Contractors, Inc.

DNOW L.P. (Wilson Mill, Tool)

Eagle Ship Supply, Inc.

Em-Cal Inc.

Estes Express Lines

Faith Global Transportation, LLC

Farmers Oil Corp.

Federal Express

Four Star Fabricators Inc.

FTI Logistics

GE Canada

General Electric Canada

Geodis Wilson USA, Inc.

Gulf Inland Marine Services, Inc.

Hapag Lloyd (America) Inc.

Hot Shot Freight

Hull Trucking

Ingram Barge Company

K.S. & D., Inc.

Kansas City Southern Railway

Livingston International

LME, Inc.

Lock City Trucking, Inc.

Lufkin Southeastern Gear Repair

M & S Specialized LLC

Marisol International LLC

Max Trans L.L.C.

Mid-Ship Group LLC

Mid-Ship Logistics Group

Motion Industries, Inc.

Neo Industries Inc. (05)

Nola Logistics Services, LLC

Nova Hydraulics

Oakley Trucking, Inc.

Old Dominion Freight Line

Paincourtville Motor Service, Inc.

Penzel Construction Company

Ports America, Inc.

Primetals Technologies USA, LLC

Quality Carriers, Inc.

R&L Carriers, Inc.

Radiatronics NDT, Inc.  
Remedial Construction Services L.P.  
Ryder Capital, S.A. de C.V.  
Saia Motor Freight Line, Inc.  
Satterfields  
Scepter, Inc.  
Schwerman Trucking Co.  
Scott Financial Services, LLC  
SH Bell Company  
Shultz Steel Company  
SNT Trucking & Warehousing  
Southeastern Freight Lines  
St Jude Harbor New Madrid Harbor Serv.  
St. James Stevedoring Partners, LLC  
St. John Fleeting, LLC  
St. Jude & New Madrid Harbor Service, Inc.  
Superior Carriers, Inc.  
TBS Logistics Mo  
Tennessee Aluminum Processors, Inc.  
The CIT Group/Capital Finance, Inc.  
Transwood Logistics, Inc.  
Union Pacific Railway  
United Parcel Service  
United Power Services  
USF Holland  
Xtek, Inc.  
Youngstown Hard Chrome  
YRC  
Ziegler  
**(R) SIGNIFICANT COMPETITORS**  
Alcoa  
Aleris

Alexin LLC  
Alpha Aluminum Products Inc.  
Century Aluminum  
Glencore  
JW Aluminum  
Matalco  
Norsk Hydro  
Novelis  
Rio Tinto Alcan  
Sherwin  
Southwire  
Sural  
**(S) SIGNIFICANT  
SHAREHOLDERS**  
Hotchkis & Wiley Capital Management  
Royce and Associates Inc.  
**(T) 30 LARGEST UNSECURED  
CREDITORS**  
American River Transportation  
Aramark  
Artisan Contracting, LLC  
Associated Terminals, LLC  
Boh Brothers Construction Co., L.L.C.  
Carmeuse Lime Sales Corporation  
DMI Contractors, Inc.  
Donjon Marine Co. Inc.  
EIU, Inc.  
Goodison Mining Limited  
HDR Inc.  
Koppers Industries, Inc.  
Kostmayer Construction, LLC  
Max Trans L.L.C.  
Mechatherm

Mexichem Fluor Comercial, S.A. de C.V.  
Mid-Ship Group LLC  
Motion Industries, Inc.  
Nalco Company  
Nissan Lift Trucks  
Occidental Chemical Corporation  
Petrocoque S.A.  
Progressive Roofing  
Rain CII Carbon, L.L.C.  
Remedial Construction Services L.P.  
Sherwin Alumina Co., LLC  
Steward Steel  
U.S. Bank National Association  
University and Allied Workers Union  
Vecta Environmental Services, LLC

**(U) U.S. TRUSTEE**

Barbara J. Dorsey  
Cynthia E. Moore  
Karen R. Wilson-Smith  
Kathy Lickenbrock  
Leonora S. Long  
Margaret E. Slaughtier  
Martha M. Dahm  
Paul Randolph  
Sandra Herling

**(V) UNIONS**

Bustamante Industrial Workers Union  
(BITU)  
International Association of Machinists &  
Aerospace Workers  
Union of Technical, Administrative and  
Supervisory Personnel (UTASP)  
United Steelworkers of America

University and Allied Workers Union  
(UAWU)

**(W) UTILITY PROVIDERS**

Air-Nu of Baton Rouge, L.L.C.  
Alcoa Primary Metals  
Allied Waste Services  
Amerenue  
Associated Electric Cooperative  
AT&T  
Atmos Energy Marketing, LLC  
Austin Fire Systems LLC  
Big River Telephone Co. LDD, Inc.  
Carroll County Electric Dept.  
Centerpoint Energy  
Charter Communications Holding Co.  
Chemical Waste Management Inc.  
Cintas Fire Protection  
City of Salisbury  
Comcast  
Continuum Retail Energy Services, LLC  
Cox Communications Louisiana, LLC  
Diaz Water Department  
Downums Disposal Service  
Duke Energy  
Enable Gas Transmission, LLC  
Entergy Services, Inc.  
Lemons Landfill Corporation  
Level 3 Communications, LLC  
Liberty Utilities  
Pemiscot-Dunklin Electric Cooperative  
Piedmont Natural Gas Co.  
Republic Services



Republic Waste Services of North Carolina,  
LLC

St. Jude Industrial Park Board

St. John the Baptist Parish Utilities

Texican Horizon Energy Marketing LLC

Town of Huntingdon

Twin Eagle Resource Management, LLC

Union Electric Company

Verizon Wireless

Waste Management of TN-Jackson

West TN Public Utilities Dist.

**(X) KEY VENDORS**

3M

A. Karchmer & Sons, LLC

A.W. Chesterton Company

Air Products & Chemicals, Inc.

Alcoa Primary Metals

Alcoa, Inc. North America Primary Division

Aluminpro, Inc.

Aluminum Rheinfelden GmbH

Aluminum Rheinfelden GmbH

American Chemical Technologies

American Iron & Metal

American River Transportation

AMG Aluminum North America, LLC

AOA Services, Inc.

Aramark

ARG International

Artisan Contracting, LLC

Associated Electric Cooperative

Associated Terminals, LLC

AT&T Mobility

Austin Fire Systems LLC

Autoneum

Avkem International LLC

Bank of America- HSA

Bawtry Carbon International Limited

Belisle Machine and Tool

Bigbites Limited

Bluequest Resources Overseas Ltd.

Boh Brothers Construction

Brubaker Associates, Inc.

Bryan Cave LLP

Buss AG

Calumet Lubricants Company

Calumet Penreco

Cape Electrical Supply Co.

Caraustar Ind., Inc.

Carlton-Bates Company

Carmeuse Lime Sales Corporation

Carrier Corporation

Carroll County Electric Dept.

CCMA, LLC

Centerpoint Energy

CMC Recycling

CMC-Cometals

Continuus Spa

Cornerstone Chemical Company

Crowe Horwath LLP

Cytec Industries, Inc.

Dark Horse Rail Service

Deep South Crane & Rigging, LLC

Dewayne Nowlin

DMI Contractors, Inc.

DNOW L.P. (Wilson PVF)

Duke Energy

Ecovey, LLC	J.R. Hoe & Sons, Inc.
Electroless Nickel Plating	JBM Inc.
Electroless Nickel Plating of LA	Jiaozuo Fluochem Industry Co. Ltd
Entergy	K.S. & D., Inc.
ERB Industrial Equipment	Kansas City Southern Railway
Fleetwood-Signode	KBM Affilips B.V.
Four Star Fabricators Inc.	Koppers Industries, Inc.
Frost Brown Todd, LLC	Kostmayer Construction, LLC
GE Canada	KT Grant, Inc.
General Cable de Mexico	Leeds Specialty Alloys, LLC
General Electric Canada	Legacy Equipment
Gexpro	Lemons Landfill Corporation
GHD Engineering Group Inc.	Liberty Utilities
Glencore Commodities	Linde, Inc.
Glencore, Ltd.	Lindsay Hamling
Gregory Construction	Louisiana Department of Revenue Sales
GSM Sales Formerly Globe	Lynn Whitsett Corporation
GT Commodities	M & S Specialized LLC
Gulf Inland Marine Services, Inc.	Madison Electric Service Inc.
Harbison Walker Refractories	Manpower
HDR Inc.	Mars Machine and Repair Services
Henry A. Petter Supply Co.	Max Trans L.L.C.
Hertwich Engineering GmbH	Mechatherm International Ltd.
Hoesch Metallurgie GmbH	Merichem Chemicals & Refinery Services
Houghton International, Inc. (D.A. Stuart Company)	Metal Exchange Corporation
Hunter Equipment Co., Inc.	Metalloid Corporation
Huntington Plating Inc.	Metaullics Systems / Pyrotek
Ideal Chemical & Supply Co.	Mexichem Fluor Comercial, S.A. de C.V.
Imrie-Gielow Inc.	MFA Oil Company
Industrial Chemicals Inc.	MH Equipment
Intalex	Mid-Ship Group LLC
J. Aron & Company	Motion Industries, Inc.
	Neuenhauser Maschinenbau GmbH

New Age Industrial Corp. Inc.	Ryder Capital
Nissan Lift Trucks	S & W Pallet Company
Noble Americas Corp.	Safety-Kleen Systems Inc.
Noble Resources	Scepter, Inc.
Nola Logistics Services, LLC	Service Aluminum Corporation
Oakley Trucking, Inc.	SGL Carbon GmbH
Occidental Chemical Corporation	SH Bell Company
Onedo Nalco Company - Dallas	Shultz Steel Company
Oxbow Calcining LLC	Siemens Industry, Inc.
Paincourtville Motor Service, Inc.	Simcoa Operations Pty. Ltd.
Parman Energy Corporation	Sims Metal Management
Pemiscot-Dunklin Electric Cooperative	Southwest Electric Co.
Penzel Construction Company	St. Jude Harbor New Madrid Harbor Serv.
Petrocoque S.A.	St. Jude Industrial Park Board
Phelps Dodge International	Steven Plotkin
Pipe Link of Australia	Steward Steel
Primetals Technologies USA, LLC	TDC, LLC
Pyrotek, Inc. (02)	Tennessee Aluminum Processors, Inc.
Pyrotek, Inc./Neco Division (04)	Tennessee Valley Recycling, LLC
Quality Machine Manufacturing, Inc.	Texican Horizon Energy Marketing LLC
R.J. Tricon Co., LLC	The Reynolds Company
Rain CII Carbon, L.L.C.	Trafigura Trading LLC
Red Stick Armature Works, Inc.	Transwood Logistics, Inc.
Reintjes Services, Inc.	Turner Specialty Services, LLC
Remedial Construction Services L.P.	Twin Eagle Resource Management, LLC
Resource Tek, LLC	U.S. Maritime Services Inc.
Rheinfelden Alloys	Vaco, LLC
Rheinfelden Alloys GmbH and Co. KG	Valicor Separation Technologies, LLC
Riotinto Alcan Inc.	Valley West Welding Co. Inc.
River Parish Contractors, Inc.	Vecta Environmental Services, LLC
RTW Refractory Inc.	Watson Standard Adhesives
Ruetgers Canada Inc.	Web Converting, Inc.
RWH Myers	Whelan Security Co.

Worley Parsons HE  
Xtek, Inc.

Ziegler

**Schedule 2**

**POTENTIAL PARTIES IN INTEREST OR AFFILIATES OF  
ENTITIES REPRESENTED BY PAUL, WEISS IN UNRELATED  
MATTERS SINCE JANUARY 1, 2013**

<b><u>Potential Parties In Interest</u></b>	<b><u>Relationship to the Debtors</u></b>
3i Debt Management US LLC	Term Loan Lender
Aegon USA Investment Management LLC	Term Loan Lender
AIG	Insurer
Alcoa	Significant Competitor Significant Customer
Alcoa Primary Metals	Utility Provider Key Vendor
Aleris	Significant Competitor
Alvarez & Marsal North America LLC	Bankruptcy Professional for the Debtors
AMG Aluminum North America LLC	Key Vendor
Aon	Ordinary Course Professional
AT&T	Utility Provider Key Vendor
Bank of America, N.A.	Administrative Agent under ABL and Term Loan Agreement ABL Lender Term Loan Lender Bank
Bank of Nova Scotia	Bank
Barclays	ABL Lender
BlueMountain Capital Management LLC	Term Loan Lender
Boston Management and Research	Term Loan Lender
Bryan Cave LLP	Key Vendor
California State Board of Equalization	Taxing Authority
Carlson Capital LP	Term Loan Lender
Carlyle Investment Management LLC	Term Loan Lender
CBS Corporation	Litigation Counterparty
Centerbridge Group	Term Loan Lender

**Potential Parties In Interest**

**Relationship to the Debtors**

Charter Communications Holding Co.	Utility Provider
Chemical Waste Management Inc.	Utility Provider
Cintas Fire Protection	Utility Provider
Citibank N.A.	ABL Lender Term Loan Lender
Comcast	Utility Provider
Commerce and Industry Insurance Company	Insurer
Credit Suisse AG	ABL Lender Term Loan Lender Bondholder
Delaware Division of Revenue	Taxing Authority
Department of the Treasury	Taxing Authority
Duke Energy	Utility Provider Key Vendor
Eaton Vance Management Inc.	Term Loan Lender
Fifth Third Bank	Bank
FTI Logistics	Secured Party
General Electric Company	Litigation Counterparty Secured Party Key Vendor
Georgia-Pacific LLC	Litigation Counterparty
GoldenTree Asset Management LP	Term Loan Lender
Goldman Sachs Group Inc.	Term Loan Lender
Grinnell LLC	Litigation Counterparty
Guggenheim Partners	Term Loan Lender
Illinois National Insurance Co.	Insurer
Insurance Company of State of PA	Insurer
JP Morgan Chase	Bank ABL Lender Bondholder
JW Aluminum	Significant Competitor

**Potential Parties In Interest**

**Relationship to the Debtors**

Liberty Mutual Fire Insurance Company	Insurer
M&T Bank	Bank
Metropolitan Life Insurance Company	Litigation Counterparty
Morgan Stanley Wealth Management	Bondholder
Napier Park Global Capital LP	Term Loan Lender
Noble Americas Corp.	Key Vendor
Noble Resources	Key Vendor
Nomura Corporate Research and Asset Management	Term Loan Lender Bondholder
North American Specialty Insurance Company	Insurer
Occidental Chemical Corporation	Top 30 Unsecured Creditor Key Vendor
Oxbow Calcining LLC	Key Vendor
Pennsylvania Department of Revenue	Taxing Authority
PJT Partners	Bankruptcy Professional for the Debtors
Pneumo Abex Corporation	Litigation Counterparty
Richard B. Evans Chairman	Current Director
Rio Tinto Alcan	Significant Competitor
Safety-Kleen Systems Inc.	Key Vendor
Siemens	ABL Lender Significant Customer Key Vendor
Silvermine Capital Management	Term Loan Lender
Starr Indemnity & Liability Company	Insurer
State of New Mexico	Taxing Authority
Strategic Value Partners	Term Loan Lender
Swiss Re International	Insurer
The CIT Group/Capital Finance Inc.	Secured Party
The Dow Chemical Company	Litigation Counterparty
The Reynolds Company	Key Vendor



**Potential Parties In Interest**

Third Avenue Management LLC

Trafigura Trading LLC

U.S. Bank National Association

UBS

Union Carbide Corporation

Verizon Wireless

Viacom Inc.

Waste Management of TN-Jackson

Wells Fargo

XL Insurance America Inc.

Zurich

**Relationship to the Debtors**

Bondholder

Significant Customer

Key Vendor

Indenture Trustee of Unsecured Notes

Bondholder

ABL Lender

Litigation Counterparty

Utility Provider

Litigation Counterparty

Utility Provider

ABL Lender

Insurer

Insurer

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
SOUTHEASTERN DIVISION**

**In re:**

**NORANDA ALUMINUM, INC., et al.,**  
  
Debtors.

**Chapter 11**

**Case No. 16-10083 399**

**(Jointly Administered)**

**DECLARATION OF GAIL LEHMAN IN  
SUPPORT OF DEBTORS' AMENDED APPLICATION  
FOR AN ORDER PURSUANT TO SECTIONS 327 AND 330 OF  
THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2014  
AND 2016 AUTHORIZING THE RETENTION AND EMPLOYMENT  
OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP AS  
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION**

I, Gail Lehman of Noranda Aluminum, Inc., in support of the application of Noranda Aluminum, Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") to employ Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss" or the "Firm") as counsel in compliance with 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), declares as follows:

1. I am the Chief Administrative Officer, General Counsel and Corporate Secretary of the Debtors.

2. I submit this declaration (the "Declaration") in connection with the application (the "Application"),<sup>1</sup> dated February 19, 2016, of the Debtors for approval of the Debtors' retention of Paul, Weiss as their attorneys in the above-captioned chapter 11 cases. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

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<sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Application.

**The Debtors' Selection of Paul, Weiss**

3. It is my strong belief that it is critical to select restructuring advisors with the utmost care, to maximize the likelihood of a successful restructuring, while at the same time focusing on costs to ensure that the Debtors' limited resources are being appropriately utilized.

4. I, as General Counsel, along with several other members of the Debtors' senior management, am responsible for retaining and supervising outside counsel. I am familiar with the markets for professionals both in and out of bankruptcy. The review process that the Debtors used assessed potential counsel based on their expertise in representing chapter 11 debtors and companies that restructure out of court.

5. Based on my experience, I was aware of Paul, Weiss' preeminent restructuring practice and its work as lead counsel to numerous chapter 11 debtors and distressed companies that successfully restructured in and out of court, and particularly in connection with several significant coal company restructurings.

6. On September 11, 2015 and September 14, 2015, I and certain of my other colleagues interviewed Alan W. Kornberg of Paul, Weiss in connection with contemplated restructuring matters. Following those interviews and several subsequent conversations and e-mail exchanges with Mr. Kornberg, I recommended that the Debtors retain Paul, Weiss as restructuring counsel.

7. In preparation for their chapter 11 cases, the Debtors considered four other law firms and chose Paul, Weiss for the role of lead restructuring counsel for, among other reasons, Paul Weiss' substantial experience representing debtors in chapter 11 cases.

8. Since September of 2015, Paul, Weiss has advised the Debtors on various restructuring issues, including both in-court and out-of-court strategies. During that time, Paul,

Weiss has become intimately familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe, for this reason, as well as because of Paul, Weiss' extensive experience in corporate reorganizations, that Paul, Weiss is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

**Rate Structure and Cost Supervision**

9. In connection with the filing of these chapter 11 cases, the Debtors and Paul, Weiss have agreed upon rates in accordance with Paul, Weiss' customary rates. Furthermore, Paul, Weiss has informed the Debtors that its billing rates and material terms for the engagement are comparable to (i) the rates that Paul, Weiss charges for non-bankruptcy representations and the material terms for such non-bankruptcy engagements and (ii) the billing rates and terms of other comparably skilled counsel.

10. The Debtors understand that it is their responsibility to track their professionals' billing practices to be sure that the fees and expenses the estates pay are fair and reasonable, and the Debtors will review the fee statements of Paul, Weiss and of all of the Debtors' other professionals to ensure that continues to be the case.

11. Paul, Weiss has shared with me a prospective budget and staffing plan for the period from February 8, 2016 through April 31, 2016. I continue to review and work with Paul, Weiss on the budget and staffing plan. I also understand that, in the course of large chapter 11 cases such as these, it is likely that there will be unforeseen issues that the Debtors and Paul, Weiss will need to address.

12. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: February 19, 2016  
St. Louis, Missouri

/s/ Gail E. Lehman  
Gail E. Lehman  
Chief Administrative Officer, General Counsel  
and Corporate Secretary

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
SOUTHEASTERN DIVISION**

**In re:**

**NORANDA ALUMINUM, INC., *et al.*,**

Debtors.

**Case No. 16-10083-399**

**Chapter 11**

**Jointly Administered**

**Hearing Date & Time:**  
March 8, 2016 at 2:00 p.m.  
(prevailing Central Time)

**Hearing Location:**  
St. Louis Courtroom 5 North

**STATEMENT UNDER RULE 2016  
OF THE FEDERAL RULES OF BANKRUPTCY  
PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE**

1. Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss"), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and section 329 of chapter 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), states that the undersigned is counsel for the above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively, the "Debtors") in these chapter 11 cases (the "Chapter 11 Cases").

2. Compensation agreed to be paid by the Debtors to Paul, Weiss will be for legal services rendered in connection with these Chapter 11 Cases. The Debtors have agreed to pay Paul, Weiss for legal services rendered or to be rendered by its various attorneys and paralegals in connection with these Chapter 11 Cases on the Debtors' behalf. The Debtors also agreed to reimburse Paul, Weiss for its actual and necessary expenses incurred in connection with these Chapter 11 Cases.

3. Paul, Weiss was retained by the Debtors for this engagement and began working on this matter on or about September 15, 2015. Paul, Weiss received a retainer from the Debtors in the amount of \$75,000 on October 2, 2015 and additional retainers of \$500,000.00 on December 21, 2015 and \$500,000.00 on January 29, 2016. Including amounts drawn from these retainers, the Firm received payments made within the ninety (90) days immediately preceding the Petition Date totaling approximately \$2,721,886.08 in connection with Paul, Weiss' general representation of the Debtors prior to these Chapter 11 Cases and in connection with the preparation thereof.

4. Other than as set forth herein, Paul, Weiss has not received any payments from the Debtors during the ninety (90) days immediately preceding the Petition Date.

5. Paul, Weiss will seek approval of payment of compensation upon Paul, Weiss' filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and any applicable orders of this Court.

6. The entire filing fee in these Chapter 11 Cases has been paid.

7. The services to be rendered include all those services set forth in *Debtors' Amended Application for an Order Authorizing the Retention and Employment of Paul, Weiss, Rifkind, Wharton & Garrison LLP as Attorneys for the Debtors and Debtors-In-Possession* (the "Application").

8. Paul, Weiss further states that it has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel and associates of Paul, Weiss; or (b) any compensation another person or party has received or may receive.

Dated: February 19, 2016  
New York, NY

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

By: /s/ Alan W. Kornberg  
Alan W. Kornberg (*pro hac vice* pending)  
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*Proposed Counsel to the Debtors and  
Debtors in Possession*